

IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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	:	
In re	:	Chapter 11
	:	
DELPHI CORPORATION, <u>et al.</u> ,	:	Case No. 05-44481 (RDD)
	:	
Debtors.	:	(Jointly Administered)
	:	
-----	X	

AFFIDAVIT OF SERVICE

I, Elizabeth Adam, being duly sworn according to law, depose and say that I am employed by Kurtzman Carson Consultants LLC, the Court appointed claims and noticing agent for the Debtors in the above-captioned cases.

On October 11, 2007, I caused to be served the document listed below (i) upon the party listed on Exhibit A hereto via overnight delivery, (ii) upon the parties listed on Exhibit B hereto via electronic notification and (iii) upon the parties listed on Exhibit C hereto via facsimile:

Notice Of Intention To Enter Into Real Property Lease (Downers Grove, Illinois Lease) [a copy of which is attached hereto as Exhibit D]

Dated: October 15, 2007

/s/ Elizabeth Adam
Elizabeth Adam

State of California
County of Los Angeles

Subscribed and sworn to (or affirmed) before me on this 15th day of October, 2007, by Elizabeth Adam, personally known to me or proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: /s/ Leanne V. Rehder

Commission Expires: 3/2/08

EXHIBIT A

COMPANY	CONTACT	ADDRESS1	ADDRESS2	CITY	STATE	ZIP	PHONE	PARTY / FUNCTION
United States Trustee	Alicia M. Leonhard	33 Whitehall Street	21st Floor	New York	NY	10004-2112	212-510-0500	Counsel to United States Trustee

EXHIBIT B

COMPANY	CONTACT	ADDRESS1	ADDRESS 2	CITY	STATE	ZIP	EMAIL	PARTY / FUNCTION
Latham & Watkins LLP	Keith A. Simon	233 South Wacker Drive	Sears Tower, Suite 5800	Chicago	IL	60606	Keith.Simon@lw.com	Counsel to Official Committee of Unsecured Creditors

EXHIBIT C

COMPANY	CONTACT	ADDRESS1	CITY	STATE	ZIP	PHONE	FAX	PARTY / FUNCTION
Davis, Polk & Wardwell	Donald Bernstein Brian Resnick	450 Lexington Avenue	New York	NY	10017	212-450-4092 212-450-4213	212-450-3092 212-450-3213	Counsel to Debtor's Postpetition Administrative Agent
Latham & Watkins LLP	Robert J. Rosenberg	885 Third Avenue	New York	NY	10022	212-906-1370	212-751-4864	Counsel to Official Committee of Unsecured Creditors
Simpson Thatcher & Bartlett LLP	Kenneth S. Ziman, Robert H. Trust, William T. Russell, Jr.	425 Lexington Avenue	New York	NY	10017	212-455-2000	212-455-2502	Counsel to Debtor's Prepetition Administrative Agent, JPMorgan Chase Bank, N.A.

EXHIBIT D

Objection Deadline: October 25, 2007

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

----- X
In re : Chapter 11
:
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
:
Debtors. : (Jointly Administered)
:
----- X

NOTICE OF INTENTION TO ENTER INTO REAL PROPERTY LEASE
(Downers Grove, Illinois Lease)

1. ORDER APPROVING PROCEDURES TO ENTER INTO OR RENEW REAL
PROPERTY LEASES

PLEASE TAKE NOTICE that on January 6, 2006, the United States Bankruptcy Court for the Southern District of New York entered an Order Under 11 U.S.C. §§ 363, 1107, And 1108 Approving Procedures To Enter Into Or Renew Real Property Leases Without Further Court Approval (the "Order," a copy of which is attached hereto as Exhibit 1) (Docket No. 1777). The Order authorized the above-captioned debtors and debtors-in-possession (the "Debtors") to enter into certain lease transactions upon notice to the Notice Parties (as defined in the Order) without further Court approval. The Debtors have determined to enter into the following real property lease (the "Lease") pursuant to the Order:

Location Of Leased Premises:

**3110 Woodcreek Drive
Downers Grove, Illinois**

2. LEASE EFFECTIVE DATE

PLEASE TAKE FURTHER NOTICE that Delphi Mechatronics Systems, Inc. (the "Tenant"), one of the Debtors, intends to enter into the Lease with respect to the premises described in paragraph 1 hereof (the "Premises") following the expiration of the Objection Period.

3. LESSOR

Chicago Title Land Trust Company, as successor trustee to LaSalle National Bank, as Trustee (and not personally) under Trust Agreement dated October 1, 1990 and known as Trust No. 115897 (the "Lessor").

PLEASE TAKE FURTHER NOTICE that the Lessor under the Lease is not an "insider" of any of the Debtors as defined in 11 U.S.C. § 101(31).

4. DESCRIPTION OF LEASE TERMS

PLEASE TAKE FURTHER NOTICE that a description of the terms of the Lease is attached hereto as Exhibit 2.

Dated: New York, New York
October 11, 2007

SKADDEN, ARPS, SLATE, MEAGHER
& FLOM LLP

By: /s/ John Wm. Butler, Jr.
John Wm. Butler, Jr. (JB 4711)
John K. Lyons (JL 4951)
Ron E. Meisler (RM 3026)
333 West Wacker Drive, Suite 2100
Chicago, Illinois 60606
(312) 407-0700

- and -

By: /s/ Kayalyn A. Marafioti
Kayalyn A. Marafioti (KM 9632)
Thomas J. Matz (TM 5986)
Four Times Square
New York, New York 10036
(212) 735-3000

Attorneys for Delphi Corporation, et al.,
Debtors and Debtors-in-Possession

Exhibit 1 - Order

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

-----X
In re : Chapter 11
DELPHI CORPORATION, et al., : Case No. 05-44481 (RDD)
Debtors. : (Jointly Administered)
-----X

ORDER UNDER 11 U.S.C. §§ 363, 1107, AND 1108 APPROVING
PROCEDURES TO ENTER INTO OR RENEW REAL PROPERTY
LEASES WITHOUT FURTHER COURT APPROVAL

("LEASE PROCEDURES ORDER")

Upon the motion, dated December 16, 2005 (the "Motion"), of Delphi Corporation and certain of its subsidiaries and affiliates, debtors and debtors-in-possession in the above-captioned cases (collectively, the "Debtors"), for an order (the "Order") under 11 U.S.C. §§ 365, 1107, and 1108 approving procedures to enter into new or renew existing non-residential leases or subleases of real property (the "Leases") without further Court approval; and upon the record of the hearing held on the Motion; and this Court having determined that the relief requested in the Motion is in the best interests of the Debtors, their estates, their creditors, and other parties-in-interest; and it appearing that proper and adequate notice of the Motion has been given and that no other or further notice is necessary; and after due deliberation thereon; and good and sufficient cause appearing therefor it is hereby

ORDERED, ADJUDGED, AND DECREED THAT:

1. The Motion is GRANTED as provided herein.

2. The Debtors are hereby authorized but not directed to enter into or renew the Leases without further Court approval, subject to the procedures set forth below.

3. For a Lease with average Lease obligations of \$200,000 or less per annum or Lease obligations of \$1 million or less in the aggregate (a "De Minimis Lease"), the Debtors shall be authorized but not directed to enter into or renew a De Minimis Lease without further Bankruptcy Court approval. The Debtors, however, shall use reasonable efforts to provide notice of the terms of any De Minimis Lease it intends to enter into to counsel for the Official Committee of Unsecured Creditors prior to entering into such De Minimis Lease. In the event Debtors are unable to provide such notice to counsel for the Official Committee of Unsecured Creditors prior to entering into a De Minimis Lease, Debtors shall provide such notice after the Debtors enter into the De Minimis Lease. Notwithstanding the foregoing, if a lessor under a De Minimis Lease is an "insider" as defined in section 101(31) of the Bankruptcy Code, the Debtors shall comply with the procedures set forth in paragraph 4 herein.

4. For a Lease with average lease obligations of \$200,001 or more per annum or Lease obligations in excess of \$1 million up to and including \$5 million in the aggregate, the Debtors shall give notice of their intention to enter into or renew such Lease (the "Lease Notice") to (a) the Office of the United States Trustee for the Southern District of New York, (b) counsel for the Official Committee of Unsecured Creditors, (c) counsel for the agent under the Debtors' prepetition credit facility, and (d) counsel for the agent under the Debtors' post-petition facility (collectively, the "Notice Parties"). The Debtors shall serve the Lease Notice by facsimile, overnight delivery, or hand delivery. The Lease Notice shall include the following information: (a) the proposed Lease to be entered into or renewed, (b) the identity of the lessor (including a statement as to whether the proposed lessor is an "insider" as defined in section 101(31) of the

Bankruptcy Code), and (c) a description of the terms of the proposed Lease. The Notice Parties shall have ten business days following initial receipt of the Lease Notice to object to or request additional time to evaluate the proposed Lease. If counsel to the Debtors receives no written objection or written request for additional time prior to the expiration of such ten business day period, the Debtors shall be authorized to enter into or renew the Lease. If a Notice Party objects to the proposed Lease within ten business days after the Lease Notice is received, the Debtors and such objecting Notice Party shall meet and confer in an attempt to negotiate a consensual resolution. Should either party determine that an impasse exists, then the Debtors shall move the Bankruptcy Court for authority to enter into or renew the Lease, as the case may be, upon notice to the objecting party and other parties-in-interest in accordance with the Court's Case Management Order entered on October 14, 2005 ("Case Management Order").

5. For a Lease with Lease obligations in excess of \$5 million in the aggregate, the Debtors will be authorized to enter into the Lease only after obtaining Bankruptcy Court approval of the proposed Lease after notice and a hearing.

6. This Court shall retain jurisdiction to hear and determine all matters arising from the implementation of this Order.

7. The requirement under Rule 9013-1(b) of the Local Bankruptcy Rules for the United States Bankruptcy Court for the Southern District of New York for the service and filing of a separate memorandum of law is deemed satisfied by the Motion.

Dated: New York, New York
January 6, 2006

/s/ Robert D. Drain

UNITED STATES BANKRUPTCY JUDGE

Exhibit 2 - Lease Terms

1. Lessor: Chicago Title Land Trust Company, as successor trustee to LaSalle National Bank, as Trustee (and not personally) under Trust Agreement dated October 1, 1990 and known as Trust No. 115897
2. Tenant: Delphi Mechatronics Systems, Inc.
3. Premises: 42,393 square feet of industrial space located at:
3110 Woodcreek Drive
Downers Grove, Illinois
4. Commencement Date: December 1, 2007
5. Expiration Date: August 31, 2008
6. Monthly Rent: \$40,776.47
7. Termination Payment Due August 1, 2008: \$490,029.75
8. Operating Expenses: Tenant's proportionate share of the real estate taxes, insurance premiums, and other common area charges
9. Permitted Use: Office and industrial
10. Renewal Option: No additional renewal options

NOTE: Tenant previously obtained Court approval to reject the prior lease for the Premises effective November 30, 2007, under the Court's Order Under 11 U.S.C. §§ 363(b), 365(a), And 365(d) And Fed. R. Bankr. P. 6004 And 6006 Authorizing Debtors To (A) Enter Into And Assign Purchase Agreement, (B) Enter Into Lease Agreement, And (C) Reject Certain Unexpired Lease Of Nonresidential Real Property, dated March 27, 2007 (Docket No. 7425). The prior lease had a term through August 14, 2010. Tenant requires an additional nine months to wind down operations and vacate the Premises. In exchange for Tenant's entry into the Lease and payments of the amounts due thereunder, Lessor has agreed to waive any claims related to the rejection of the original Lease for the Premises.